

VERAMARK TECHNOLOGIES INC

Form 4

July 25, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
McAlees Thomas W

2. Issuer Name **and** Ticker or Trading
Symbol
VERAMARK TECHNOLOGIES
INC [VERA]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
VERAMARK TECHNOLOGIES,
INC., 1565 JEFFERSON ROAD,
SUITE 120

3. Date of Earliest Transaction
(Month/Day/Year)
07/16/2013

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Vice President

(Street)
ROCHESTER, NY 14623

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
VERA Common Stock	07/16/2013		U(1)		112,805 (1)	D	\$ 1.18
					0		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deri Secu (Inst
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
VERA Option Right to Purchase	\$ 0.71	07/22/2013		D ⁽²⁾	50,000 ⁽²⁾	⁽²⁾	⁽²⁾	VERA Common Stock	50,000 ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
McAlees Thomas W VERAMARK TECHNOLOGIES, INC. 1565 JEFFERSON ROAD, SUITE 120 ROCHESTER, NY 14623	Vice President

Signatures

/s/ Paul Opela, Attorney-in-fact for Thomas W.
McAlees

07/25/2013

⁽²⁾Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On 6/11/13, Veramark Technologies, Inc. (the "Company"), Hubspoke Holdings, Inc. ("Hubspoke") and TEM Holdings, Inc., a wholly-owned subsidiary of Hubspoke ("Merger Sub") entered into an Agreement and Plan of Merger (the "Merger Agreement")

(1) providing for a cash tender offer to acquire all of the outstanding shares of common stock of the Company for \$1.18 per share, to be followed by a merger of Merger Sub with and into the Company, with the Company to continue as the surviving corporation. These shares were accepted in connection with the tender offer on 7/16/13.

Pursuant to the terms of the Merger Agreement, as of the effective time of the merger (7/22/13), this option was cancelled and Mr.

(2) McAlees became entitled to receive a cash payment in an amount equal to the difference between \$1.18 and the exercise price per share under the option multiplied by the number of shares covered by the option.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.